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SURFACE TRANSPORTATION
BOARD

SEP 9 3 11 PM '01

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

RECORDATION NO. 21397-A FILED

September 4, 1998

SEP 9 '98

3-11PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated August 31, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
20th Floor
New York, NY 10036

Please see the Schedule I attached hereto, for the Equipment involved in these transactions.

Please file this agreement as a secondary document. The lease in which this document is connected is recorded under Recordation Number 21397. The fee of \$26.00 is included in the check number 444728.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

RECORDATION NO. 21397-A FILED

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

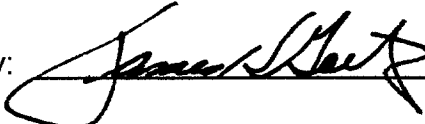
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") effective as of August 31, 1998, is entered into by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Assignor") and **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a New York corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated April 21, 1998, between Assignor, as Lessor, and Wheeling & Lake Erie Railway Company, as Lessee, (the "Lease"), for fifty (50) railcars bearing the railroad reporting marks set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this MEMORANDUM OF ASSIGNMENT AGREEMENT to be executed and delivered by their duly authorized representative as of the date set forth below, but shall be effective as of the date set forth above.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

Date: August 27, 1998

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella

Name: Nancy A. Nardella

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 27th day of August, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Purchase and Sale Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Purchase and Sale Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of August, 1998.

Shelley B. Bacon
(Notary Signature)

My commission expires:

July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF ny)
COUNTY OF ny) SS:

On this 28th day of August, 1998, before me the subscriber, Barbara Garner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Nancy Handala, to me personally known, who stated and acknowledged that she is the Vice-President of The CIT Group/Equipment Financing, Inc., a New York corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Purchase and Sale Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Purchase and Sale Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of August, 1998.

Barbara Garner
(Notary Signature)

My commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

**SCHEDULE I
TO**

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Fifty (50) railcars bearing reporting marks:

WE 2750-2799, INCLUSIVE

LEASE: Dated April 21, 1998, between Wheeling & Lake Erie Railway Company and DJJ Transportation Services, Inc.